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 [CAPTION PAGE CONTINUED ON NEXT PAGE]

8 Attorneys for Defendants OPENAI, INC., a Delaware nonprofit
 9 corporation, OPENAI, L.P., a Delaware limited partnership,
 OPENAI GP, L.L.C., a Delaware limited liability company,
 10 OPENAI STARTUP FUND GP I, L.L.C., a Delaware limited
 liability company, OPENAI STARTUP FUND I, L.P., a
 11 Delaware limited partnership, OPENAI STARTUP FUND
 MANAGEMENT, LLC, a Delaware limited liability company,
 12 OPENAI OPCO, L.L.C., a Delaware limited liability company

13 UNITED STATES DISTRICT COURT
 14 NORTHERN DISTRICT OF CALIFORNIA
 15

16
 17 J. DOE 1 and J. DOE 2, individually and on
 behalf of all others similarly situated,

18 Plaintiffs,

19 v.

20 GITHUB, INC., a Delaware corporation;
 21 MICROSOFT CORPORATION, a Washington
 corporation; OPENAI, INC., a Delaware
 22 nonprofit corporation; OPENAI, L.P., a Delaware
 limited partnership; OPENAI GP, L.L.C., a
 23 Delaware limited liability company; OPENAI
 STARTUP FUND GP I, L.L.C., a Delaware
 24 limited liability company; OPENAI STARTUP
 FUND I, L.P., a Delaware limited partnership;
 25 OPENAI STARTUP FUND MANAGEMENT,
 LLC, a Delaware limited liability company;
 26 OPENAI OPCO, L.L.C., a Delaware limited
 liability company,

27 Defendants.
 28

Case No. 4:22-cv-06823-JST
 Case No. 4:22-cv-07074-JST

Hon. Jon S. Tigar

CLASS ACTION

**DECLARATION OF JOSEPH C.
 GRATZ IN SUPPORT OF OPENAI'S
 ADMINISTRATIVE MOTION TO
 CONSIDER WHETHER ANOTHER
 PARTY'S MATERIAL SHOULD BE
 SEALED**

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1 I, Joseph C. Gratz, hereby declare:

2 1. I am a partner at the law firm of Morrison & Foerster LLP, counsel of record for
3 Defendants OpenAI L.P., OpenAI G.P., L.L.C., OpenAI OpCo, L.L.C., OpenAI Startup Fund
4 GP I., OpenAI Startup Fund I, L.P., and OpenAI Startup Fund Management, LLC in this action.
5 I am a member of the California State Bar and am admitted to practice before this Court. I have
6 personal knowledge of the facts stated in this declaration unless otherwise stated, and if called to
7 testify to those facts, I could and would competently do so.

8 2. Plaintiffs have designated the information that OpenAI seeks to file under seal as
9 “HIGHLY CONFIDENTIAL – ATTORNEYS’ EYES ONLY.”

10 3. While OpenAI does not agree that the information is properly designated, it has
11 accordingly filed the accompanying motion pursuant to Local Rule 79-5(f).

1 Dated: June 29, 2023

MORRISON & FOERSTER LLP

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3 By: /s/ Joseph C. Gratz
4 Joseph C. Gratz

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partnership, OPENAI STARTUP FUND
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liability company, OPENAI OPCO, L.L.C., a
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